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December 13, 2005

HAND DELIVERY

Honorable Ron Jones, Chairman
c/o Sharla Dillon, Docket & Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

05-00335

***RE: In Re: Joint Application of Sprint Communications Company L.P. and
Trinsic Communications, Inc. for Transfer of Customer Base***

Dear Chairman Jones:

Enclosed for filing are an original and thirteen (13) copies of the Joint Application of Sprint Communications Company L.P. and Trinsic Communications, Inc. for Transfer of Customer Base. An additional copy is attached to be "file stamped" for our records. Also enclosed is a \$25.00 check for the filing fee.

If you have any questions or need additional information, please let me know.

Respectfully submitted,


Melvin J. Malone

MJM:cw

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BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

In Re:

Joint Application of Sprint)	
Communications Company L.P.)	Docket No. <u>05-00335</u>
And Trinsic Communications, Inc.)	
For Transfer of Customer Base)	

JOINT APPLICATION FOR TRANSFER OF CUSTOMER BASE

Pursuant to Authority Rule 1220-4-2-.56(2)(d), Sprint Communications Company L.P. ("Sprint") and Trinsic Communications, Inc. ("Trinsic") (collectively, "Applicants") respectfully petition the Tennessee Regulatory Authority ("Authority" or "TRA") for authority to transfer Sprint's competitive local exchange customers served via the unbundled network element platform ("UNE-P") to Trinsic. Sprint and Trinsic also request, to the extent required, that the Authority waive any applicable anti-slamming regulations. Because of the timing of the transaction and the proposed target date for transfer of customers, the Applicants further request that the Authority grant the relief requested herein on an expedited basis. In support of their Joint Application, the Applicants respectfully show as follows:

I. PARTIES

Sprint Communications Company L.P. is a Delaware Limited Partnership with principal offices located at 6200 Sprint Parkway, Overland Park, Kansas. Sprint is duly authorized by the Authority to provide competitive local exchange and interexchange telecommunications services in Tennessee.

Trinsic is a Delaware corporation with principal offices located at 601 South Harbour Island Blvd., Tampa, Florida. Trinsic, formerly known as Z-Tel

Communications, Inc., is authorized as a competitive local exchange carrier ("CLEC") in Tennessee,¹ and has been providing wholesale local exchange services to Sprint and other CLECs across the nation for several years. Trinsic has the requisite technical, financial and managerial capabilities to acquire the UNE-P customer assets of Sprint and to ensure the seamless provision of telecommunications services.

The authorized representatives of the Joint Applicants in this proceeding are as follows. All inquiries, correspondence, notices and copies of pleadings should be sent to Applicants' counsel:

Melvin J. Malone, Esq.
Miller & Martin, PLLC
1200 One Nashville Place
150 Fourth Avenue, North
Nashville, Tennessee 37219-2433
(615) 244-9270
(615) 256-8197 Facsimile

William R. Atkinson, Esq.
Sprint
3065 Cumberland Circle
GAATLD0602
Atlanta, Georgia 30339
(404) 649-4882
(404) 649-1652 Facsimile

-and-

Andrew Graham, Esq.
Associate General Counsel
Trinsic Communications, Inc.
601 South Harbor Island Blvd., Suite 520
Tampa, FL 33602

¹ See Authority Docket No. 98-00410, in which Z-Tel was granted authority to provide operator and/or resold telecommunications services by order dated September 15, 1998. Z-Tel was later granted authority as a facilities-based local exchange telecommunications carrier by order dated March 22, 2001 in Authority Docket No. 00-00861. Finally, Z-Tel's name change to Trinsic was granted on March 7, 2005 in Authority Docket No. 04-00445.

II. DESCRIPTION OF TRANSACTION

In accordance with an agreement executed in October, Sprint will transfer its Sprint Complete Sense and Sprint Complete Sense For Business local customers to Trinsic. Sprint currently purchases local exchange services on a wholesale basis both from Trinsic and the applicable Regional Bell Operating Company for resale to Sprint's CLEC customers in Tennessee and thirty-six (36) other states. Pursuant to the agreement, Sprint will cease its UNE-P operations nationwide and transfer its UNE-P customer base to Trinsic. The number of Tennessee residential and business customers affected by the transaction is approximately 3,300. Sprint will continue providing its Integrated Local Services ("ILS") business local resale product in certain jurisdictions. In addition, Sprint will continue providing wholesale telecommunications services in order to facilitate the provision of local exchange services by Sprint's cable partners in Tennessee and numerous other states.

Both Sprint and Trinsic will file with the Authority the necessary tariff revisions to implement the transfer. The transfer will be transparent to the affected customers and will not alter the manner or quality of service that Sprint's current Complete Sense local customers enjoy. The transaction will also have no effect on Trinsic's operations in Tennessee, and Trinsic will continue to provide CLEC services in Tennessee pursuant to its existing Tennessee certification.

III. REQUEST FOR WAIVER OF APPLICABLE ANTI-SLAMMING REGULATIONS

Pursuant to Authority Rule 1220-4-2-.56(2)(d)(2), prior to the transfer of its UNE-P customers to Trinsic, Sprint and Trinsic will provide the affected customers with notice of the change in local providers. In the notice letter, the customers will be informed that they have the right to switch to the local exchange carrier of their choice and if they wish to transfer to a carrier other than Trinsic, they should do so by a specific date in order to ensure the seamless transfer of service to the new carrier. The customers are further informed that if they wish to switch to a carrier other than Trinsic, they may incur a transfer fee. *See Exhibit "A"* attached hereto. The notice letter also clearly states that if the customer consents to the change of carrier to Trinsic, no customer action is required for the transfer to occur, the customer's current plan, rates,² features, terms and conditions of service will transfer to Trinsic, and the customer will not incur any charges for the transfer of service to Trinsic. Also, the letter lists a toll-free Sprint customer service number in the event that customers have any questions regarding the transfer.

The Applicants intend to provide the affected customers with the notice included in **Exhibit "A"** at least thirty (30) days prior to implementation of the transfer. Although Applicants have attempted to include in the notice letter all relevant state and federal customer notification and consent requirements, Sprint and Trinsic respectfully request, to the extent necessary, that the Authority grant a waiver of any applicable anti-slamming

² In accordance with Authority Rule 1220-4-2-.56(2)(d)(3), and as provided in **Exhibit "A,"** Trinsic "agrees to provide to the affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days from the date of the transfer of customers."

regulations that may possibly be violated by the transfer being made without specific authorization from each affected customer.³

IV. PUBLIC INTEREST CONSIDERATIONS

The public interest will be served by the transfer of Sprint's UNE-P customers to Trinsic, an experienced and qualified local exchange carrier that began providing retail and wholesale local exchange telecommunications services nationwide in 1998 under the name of Z-Tel Communications, Inc. Trinsic has the technical, financial and managerial capabilities to provide quality service to Sprint's UNE-P customer base, as previously confirmed by the Authority when it granted a CLEC Certificate of Convenience and Necessity to Z-Tel, now known as Trinsic.

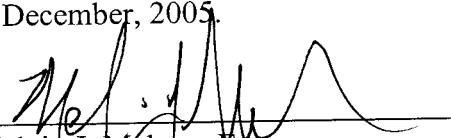
There will be no changes to the affected customers' service plans, rates, features, terms or conditions of service as a result of the proposed transaction. Moreover, TRA approval of the proposed transfer will serve the public interest in promoting competition in the local exchange market in Tennessee by enabling Trinsic to strengthen its market position and combine Sprint's residential and business Complete Sense customer base with Trinsic's existing services, products and carrier expertise. The market for voice and data local exchange services is becoming increasingly competitive in nature, and this competition ultimately benefits Tennessee consumers through expanded choices for products and services and lower, more competitive rates. Accordingly, TRA approval of the proposed transfer is in the public interest.

³ Pursuant to Authority Rule 1220-4-2-.56(2)(d)(1), Trinsic's FCC self-certification letter is attached hereto as **Exhibit "B."**

V. CONCLUSION

In recognition of the foregoing, Sprint and Trinsic request that the TRA approve the transfer of customer base described herein on an expedited basis, and to the extent required, grant a waiver of any applicable anti-slamming regulations.

Respectfully submitted this 13th day of December, 2005.



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150 Fourth Avenue, North
Nashville, Tennessee 37219-2433

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-and-

Andrew Graham, Esq.
Associate General Counsel
Trinsic Communications, Inc.
601 South Harbor Island Blvd., Suite 520
Tampa, FL 33602

Attorneys for Joint Applicants

EXHIBIT A



IMPORTANT NOTICE REGARDING YOUR SPRINT SERVICES

Dear Sprint Customer,

Sprint and Trinsic Communications, Inc. are contacting you and other customers to let you know of an upcoming change to your local and long distance services. Sprint will be transferring all Sprint Complete SenseSM and Sprint Complete Sense for BusinessSM customers nationwide to Trinsic, the acquiring carrier on <DATE>, or shortly thereafter.

You will retain your current plan, rates, features, Terms and Conditions of Service and your current customer service numbers. It is important to both Sprint and Trinsic that you continue to receive uninterrupted phone service at the level you have come to expect and deserve. Trinsic, founded in 1998 under the name Z-Tel, was the first nationwide local phone service provider. In addition to providing service to hundreds of thousands of their own residential and business customers, Trinsic offers services to other phone companies. Sprint has utilized Trinsic's services to operate and support Sprint Complete Sense since 2003. Now that service will simply be provided directly under the Trinsic name.

You will not incur any charges for the transfer of services to Trinsic, and no action is required from you regarding this changeover. Your phone number will not change and your service will be automatically transferred to Trinsic on <DATE>. For any disputes with charges or services after <DATE> you may contact Trinsic through your current customer service number.

All customers have a choice in carriers for their local and long distance service. If you choose to seek an alternative carrier for services, you may incur a fee for transfer of services. If you choose to select an alternate carrier, please contact the new carrier prior to <DATE> to ensure no interruptions to your service. A list of most local and long distance service providers is typically available in your local telephone directory. You may contact a Sprint customer service representative for residential service-1-800-882-7802 and for small business at-1-866-852-9557 if you have questions or need assistance. Written correspondence can be sent to Sprint Customer Service P.O. Box 15955, Shawnee Mission, KS. 66285-5955

Any PIC freeze on your Sprint local or long distance services will be automatically removed to enable a switch in services. A PIC freeze which may exist on your line(s) of service today will not transfer to Trinsic. If you wish to reestablish a PIC freeze please contact Trinsic after <DATE>. In accordance with Authority Rule 1220-4-2-.56(2)(d)(3), Trinsic "agrees to provide to the affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days from the date of the transfer of customers."

Sprint and Trinsic have notified the FCC & the Tennessee Regulatory Authority, 460 James Robertson Parkway, Nashville, TN 37243-0505, phone: 800-342-8359, regarding the transfer of all Sprint Complete Sense and Sprint Complete Sense for Business services to Trinsic and Sprint's decision to no longer provide these local services. The FCC will normally authorize Sprint's proposed discontinuance of these local services unless customers show they will be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity will be otherwise adversely affected. If you wish to object, you should file your comments within 15 days of receipt of this notification. Address complaints to the Federal Communications Commission, Washington, DC 20554, referencing the Application of Sprint Communications Company L.P. Comments should include specific information about the impact of this proposed discontinuance upon you and/or your company, including any inability to acquire reasonable substitute service.

Thank you for choosing Sprint Complete Sense. It has been our privilege to provide this service to you. Trinsic welcomes you and looks forward to providing you with reliable, innovative communication services for years to come. Look for more information from Trinsic in your mailbox in the coming weeks.

Sincerely,

Sprint and Trinsic

Note to Customers regarding Discounts, Mileage Programs and Sprint Business Rewards:

Sprint Wireless services and/or any associated discounts will not be impacted by the change. For Sprint Complete Sense customers who receive Frequent Flyer Airline Miles with their service: These benefits will cease as of February 1, 2006, upon transfer of services to Trinsic. Benefits earned up until February 1, 2006 will be retained by customers. For customers who receive discounts to services via various affiliations: These discounts will continue with Trinsic, though there is no longer any direct affiliation with associated partners. For Sprint Business Rewards customers: Please contact Sprint online at www.sprintbusinessrewards.com or call 1-800-488-2440 to redeem your points by 4/30/06.



EXHIBIT B

210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

December 12, 2005
Via overnight mail

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, D.C.

**Re: CC Docket No. 00-257
Notification of Transfer of Certain Local and Long Distance Service
Subscribers from Sprint Communications Company to Trinsic
Communications, Inc.**

Dear Ms. Dortch:

Pursuant to CC Docket No. 00-257 and in accordance with Section 64.1120(e)(1) of the Commission's rules, Trinsic Communications, Inc. ("Trinsic") hereby notifies the Commission that it has entered into an agreement with Sprint Communications Company ("Sprint"), pursuant to which Trinsic will acquire certain local and long distance service subscribers from Sprint. After the date of the transfer, these services will be provided to the affected customers by Trinsic. The transfer of the customer base will take place effective February 1, 2006.

Trinsic hereby certifies that it has complied with the advance subscriber notification requirements set forth in Section 64.1120(e)(3) of the Commission's rules, with the obligations specified in that notice and with Commission requirements that apply to this streamlined process. The customer notice was mailed to affected subscribers beginning November 1, 2005. A copy of the customer notice is enclosed as Attachment A.

Four copies of this letter are also enclosed. A receipt copy is enclosed as well. Please date stamp the receipt copy and return it in the self addressed, stamped envelope provided. If you have any questions with respect to this letter, please direct them to the undersigned below at (407)-740-8575.

Sincerely,

Monique Byrnes
Consultant to Trinsic Communications, Inc.

Enclosure

cc: M. Reith, Trinsic
file: Trinsic - FCC

Attachment A

Customer Notification



October 28, 2005

IMPORTANT NOTICE REGARDING YOUR SPRINT SERVICES

Dear Sprint Customer,

Sprint and Trinsic Communications, Inc. are contacting you and other customers to let you know of an upcoming change to your local and long distance services. Sprint will be transferring all Sprint Complete SenseSM and Sprint Complete Sense for BusinessSM customers to Trinsic, the acquiring carrier on February 1, 2006, or shortly thereafter.

You will retain your current plan, rates, features, Terms and Conditions of Service and your current customer service numbers. It is important to both Sprint and Trinsic that you continue to receive uninterrupted phone service at the level you have come to expect and deserve. Trinsic, founded in 1998 under the name Z-Tel, was the first nationwide local phone service provider. In addition to providing service to hundreds of thousands of their own residential and business customers, Trinsic offers services to other phone companies. Sprint has utilized Trinsic's services to operate and support Sprint Complete Sense since 2003. Now that service will simply be provided directly under the Trinsic name.

You will not incur any charges for the transfer of services to Trinsic, and no action is required from you regarding this changeover. Your phone number will not change and your service will be automatically transferred to Trinsic on February 1, 2006. For any disputes with charges or services after February 1, 2006 you may contact Trinsic through your current customer service number.

All customers have a choice in carriers for their local and long distance service. If you choose to seek an alternative carrier for services, you may incur a fee for transfer of services. If you choose to select an alternate carrier, please contact the new carrier prior to January 15th, 2006 to ensure no interruptions to your service. A list of most local and long distance service providers is typically available in your local telephone directory. You may contact a Sprint customer service representative for residential service-1-800-882-7802 and for small business at-1-866-852-9557 if you have questions or need assistance. Written correspondence can be sent to Sprint Customer Service P.O. Box 15955, Shawnee Mission, KS. 66285-5955.

Any PIC freeze on your Sprint local or long distance services will be automatically removed to enable a switch in services. A PIC freeze which may exist on your line(s) of service today will not transfer to Trinsic. If you wish to reestablish a PIC freeze please contact Trinsic after February 1, 2006.

Sprint and Trinsic have notified the FCC & the Public Utility Commission of Oregon regarding the intent to transfer services to Trinsic. The FCC will normally authorize this proposed transfer of service unless customers show they will be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity will be otherwise adversely affected. If you wish to object, you should file your comments within 15 days of receipt of this notification. Address complaints to the Federal Communications Commission, Washington, DC 20554, referencing the Application of Sprint Communications Company L.P. and/or Application of Trinsic Communications, Inc. Comments should include specific information about the impact of this proposed transfer upon you and/or your company, including any inability to acquire reasonable substitute service.

Thank you for choosing Sprint Complete Sense. It has been our privilege to provide this service to you. Trinsic welcomes you and looks forward to providing you with reliable, innovative communication services for years to come. Look for more information from Trinsic in your mailbox in the coming weeks.

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Sprint and Trinsic

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